

EXHIBIT B

WHEREAS, on June 27, 2005, the Court appointed the Teachers' Retirement System of Oklahoma, the Public Employees' Retirement System of Mississippi, Stichting Pensioenfonds ABP and Raiffeisen Kapitalanlage-Gesellschaft m.b.H. as Lead Plaintiffs in the above-captioned actions and all related actions consolidated herewith pursuant to Section 21(D)(a)(3) of the Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B);

WHEREAS, on June 27, 2005, the Court approved Lead Plaintiffs' selection of the law firms of Nix, Patterson & Roach, L.L.P., Bernstein Litowitz Berger & Grossmann LLP, Grant & Eisenhofer, P.A., and Schiffrin & Barroway, LLP as Lead Counsel pursuant to Section 21(D)(a)(3)(B)(v) of the Exchange Act, 15 U.S.C. § 78u-4(a)(3)(B)(v);

WHEREAS, Lead Plaintiffs and defendants Delphi Corporation; J.T. Battenberg, III; Alan S. Dawes; Paul R. Free; John Sheehan; Rodney O'Neal; and John G. Blahnik (collectively referred to as the "Defendants"), through their respective counsel, have reached an agreement regarding the dates by which (a) Lead Plaintiffs shall file a Consolidated Amended Complaint and (b) the parties shall file their respective briefs on any motion to dismiss the Consolidated Amended Complaint; and

WHEREAS, the Parties agree that the efficient management of this litigation would be enhanced by entry of formal consolidation procedures.

IT IS HEREBY STIPULATED AND AGREED, by Lead Plaintiffs and Defendants, through their undersigned counsel, as follows:

I. CONSOLIDATION

1. The actions listed on the annexed Schedule A and any related actions hereafter filed in, or transferred to this District, are consolidated for all purposes pursuant to Fed. R. Civ.

P. 42(a). These actions shall be referred to collectively as *In re Delphi Corp. Securities Litigation*, Master File No. 1:05-CV 2637 (NRB).

2. No action taken hereunder shall have the effect of making any person, firm or corporation a party to any action in which the person or entity has not been named, served, or added as such in accordance with the Federal Rules of Civil Procedure.

II. MASTER DOCKET AND SEPARATE ACTION DOCKETS

3. A Master Docket is hereby established for the consolidated proceedings in the actions consolidated herein and any other actions subsequently consolidated with them either for all purposes or for pretrial purposes (the "Consolidated Actions"). Entries in said Master Docket shall be applicable to the Consolidated Actions, and entries shall be made therein in accordance with the regular procedures of the Clerk of this Court, except as modified by this Order.

4. When a pleading is filed and the caption, pursuant to this Order, shows that it is applicable to "All Actions," the Clerk shall file such pleading in the Master File and note such filing in the Master Docket. No further copies need be filed nor other docket entries made.

III. MASTER FILE AND SEPARATE ACTION FILES

5. A Master File is hereby established for the consolidated proceedings in the Consolidated Actions. The Master File shall be Civil Action No. 1:05-CV-2637 (NRB). The original of this Order shall be filed by the Clerk in the Master File herein established. The Clerk shall maintain a separate file for each of the Consolidated Actions and filings shall be made therein in accordance with the regular procedures of the Clerk of this Court except as modified by Section II of this Order. The Clerk shall file a copy of this Order in each such separate file. The Clerk shall mail a copy of this Order to counsel of record in each of the Consolidated Actions.

IV. NEWLY FILED OR TRANSFERRED ACTIONS

6. When a class action that relates to the same subject matter as the Consolidated Action is hereafter filed in or transferred to this Court and assigned to the undersigned, it shall be consolidated with these actions in the same manner as the cases identified in Schedule A (provided that any cases transferred to this Court solely for pretrial proceedings shall be consolidated only to that extent absent further order of this Court), except as provided below, and the Clerk of Court shall:

- a. File a copy of this Order in the separate file for such action.
- b. Mail a copy of the Order of assignment to counsel for each defendant in the Consolidated Actions.
- c. Make an appropriate entry in the Master Docket.
- d. Mail to the attorneys for the plaintiff(s) in the newly filed or transferred case a copy of this Order.
- e. Upon the first appearance of any new defendant(s), mail to the attorneys for such defendant(s) in such newly filed or transferred case a copy of this Order.

7. This Order shall apply to each such case which is subsequently filed in or transferred to this Court, and which is assigned to the undersigned unless a party objecting to the consolidation of that case or to any other provision of this Order serves an application for relief from this Order or from any of its provisions within ten days after the date on which the Clerk mails a copy of this Order to counsel for that party. The provisions of this Order shall apply to such action pending the Court's ruling on the application.

8. Unless a plaintiff in a subsequently filed or transferred case is permitted by this Court to use a separate complaint, defendants shall not be required to answer, plead or otherwise move with respect to that complaint in any such case.

V. CAPTIONS

9. Every pleading filed in the Consolidated Action, and in any separate action included therein, shall bear the following caption:

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
IN RE DELPHI CORP. SECURITIES	:
LITIGATION	:
	:
This Document Relates To:	:
	:
	:
	:
	:
-----X	

MASTER FILE
1: 05-CV-2637 (NRB)

10. When a pleading is intended to be applicable to all actions to which this Order applies, the words "All Actions" shall appear immediately after the words "This Document Relates To:" in the caption. When a pleading is intended to apply only to less than all of such actions, the docket number for each individual action to which it is intended to apply and the name of the plaintiff in said action shall appear immediately after the words "This Document Relates To:" in the caption.

VI. FILING AND DOCKETING

11. When a paper is filed and the caption shows that it is applicable to all Actions, the Clerk shall file it in the Master File and note such filing in the Master Docket. No other docket entries need be made nor copies filed in other files.

12. When a paper is filed and the caption shows that it is applicable to less than All Actions, the Clerk shall file the original of the paper in the Master File and a copy in the file of each separate action to which it applies and shall not such filing in the Master Docket and in the docket of each such separate action. The party filing such paper shall supply the Clerk with sufficient copies of any paper to permit compliance with this paragraph.

VII. SCHEDULE

13. Lead Plaintiffs shall file their Consolidated Amended Complaint by no later than September 30, 2005; and

14. Defendants shall file any responsive pleading and/or motions to dismiss by no later than December 2, 2005; Lead Plaintiffs shall file any opposition to Defendants' motions by no later than February 3, 2006; and Defendants shall file any reply in further support of their motions by no later than March 10, 2006.

Dated: September 8, 2005

Respectfully submitted,

**BERNSTEIN LITOWITZ BERGER
& GROSSMANN LLP**By: 

John P. Coffey (JC-3832)

Hannah E. Greenwald (HG-5180)

Mark D. Debrowski (MD-3968)

1285 Avenue of the Americas

New York, NY 10019

Telephone: (212) 554-1400

Facsimile: (212) 554-1444

*Counsel for the Public Employees' Retirement
System of Mississippi and Co-Lead Counsel for the Class***NIX, PATTERSON & ROACH, L.L.P.**

Bradley E. Beckworth

Jeffrey J. Angelovich

Susan Whatley

205 Linda Drive

Daingerfield, TX 75638

Telephone: (903) 645-7333

Facsimile: (903) 645-4415

*Counsel for the Teachers' Retirement System of
Oklahoma and Co-Lead Counsel for the Class***GRANT & EISENHOFER, P.A.**

Jay W. Eisenhofer (JE-5503)

Sidney S. Liebesman (SL-8444)

45 Rockefeller Center

650 Fifth Avenue

New York, NY 10111

Telephone: (212) 755-6501

Facsimile: (212) 755-6503

- and -

Geoffrey C. Jarvis
 Sharan Nirmul
 1201 North Market Street, Suite 2100
 Wilmington, DE 19801
 Telephone: (302) 622-7000
 Facsimile: (302) 622-7100

*Counsel for Stichting Pensioenfonds ABP and Co-Lead
 Counsel for the Class*


SCHIFFRIN & BARROWAY, LLP

David Kessler
 Michael Yarnoff
 Sean M. Handler
 Jodi Murland
 280 King of Prussia Road
 Radnor, PA 19087
 Telephone: (610) 667-7056
 Facsimile: (610) 667-7706

*Counsel for Raiffeisen Kapitalanlage-Gesellschaft m.b.H.
 and Co-Lead Counsel for the Class*

SHEARMAN & STERLING LLP

Dated: September 8, 2005

By: 
 Stuart J. Daskin (SB-9936)
 Brian H. Polovoy (BP-4723)
 599 Lexington Avenue
 New York, NY 10022-6069
 Telephone: (212) 848-4000
 Facsimile: (212) 848-7179

*Counsel for Defendants Delphi Corp, J.T. Battenberg,
 III, Alan S. Dawes, John Sheehan, Rodney O'Neal, and
 John G. Blahnik*

Dated: September 8, 2005

PEPPER HAMILTON LLP

By: 

Thomas E. Zemaitis (TZ-7168)

3000 Two Logan Square

Eighteenth and Arch Streets

Philadelphia, PA 19103-2799


Telephone: (215) 981-4000

Facsimile: (215) 981-4750

Counsel for Defendant Paul R. Free

IT IS SO ORDERED:

Dated: September 23, 2005


The Honorable Naomi Reice Buchwald, U.S.D.J.

SCHEDULE A

Cox v. Delphi Corp. (f/k/a Delphi Automotive Systems, LLC), et al., No. 1:05-CV-2637 (NRB);

Hillman v. Delphi Corp., et al. No. 1:05-CV-2732 (NRB);

Jones v. Delphi Corp., et al., No. 1:05-CV-3323 (BSJ);

Policemen's Annuity & Benefit Fund of Chicago v. Delphi Corp., et al., No. 1:05-CV-4476 (NRB)

Morrison v. Delphi Corp., et al., No. 1:05-CV-2656 (NRB); and

Gaines v. Delphi Corp., et al., No. 1:05-CV-3439 (BSJ).